

Exhibit C



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September 13, 2012

VIA FACSIMILE

Larren M. Nashelsky, Esq.
Gary S. Lee, Esq.
Todd M. Goren, Esq.
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104

**Re: In re: RESIDENTIAL CAPITAL, LLC, et al., 12-12020 (MG)
Notice Of (I) Debtors' Intent To Assume and Assign Certain Executory
Contracts, Unexpired Leases Of Personal Property, and Unexpired Leases Of
Nonresidential Real Property and (II) Cure Amounts Related Thereto.**

Gentlemen:

Gibbons P.C. represents Wells Fargo Bank N.A. ("Wells Fargo") in the above-captioned Bankruptcy Case in connection with certain servicing and related executory agreements.

We are in receipt of the *Notice Of (I) Debtors' Intent To Assume And Assign Certain Executory Contracts, Unexpired Leases Of Personal Property, And Unexpired Leases Of Nonresidential Real Property And (II) Cure Amounts Related Thereto* (the "Assignment Notice") filed on July 26, 2012. Based on the Assignment Notice, the Debtors seek to assume and assign approximately 67 agreements involving the Debtors and Wells Fargo, its assigns, affiliates, and/or predecessors.

The Assignment Notice contains insufficient information to put Wells Fargo on notice of the agreements that the Debtors seek to assume and assign. For example, page 44 of Schedule 3b lists two undated "Sales & Servicing Agreements" between Residential Funding Company and Wells Fargo, but does not include any unique identifiers that would enable Wells Fargo to identify the agreements at issue nor verify the scheduled cure amounts. The Shelf-Series ID which is listed appears to be an identifier used solely by the Debtors and cannot be used by Wells Fargo to locate and identify the agreements. Likewise, the "Contract No." and "Investor No./GSE Name" is of no value to Wells Fargo as it maintains its own identification codes that do not correlate to the Debtors.

As a result, Wells Fargo cannot determine which agreements the Debtors seek to assume and assign and whether the cure amounts listed in the schedules are accurate. A full list of the agreements which reference Wells Fargo, or its assigns, affiliates, and/or predecessors that Wells Fargo believes it may be a party to is attached hereto as Schedules 2, 3a and 3b, tracking the original schedules. Please consider this letter as a formal request by Wells Fargo for additional information on each of the agreements listed on the Schedules so that it can review and evaluate

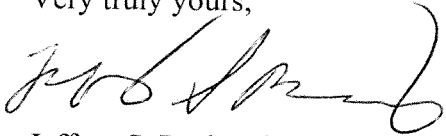
GIBBONS P.C.

Larren M. Nashelsky, Esq.
September 13, 2012
Page 2

the Assignment Notice. To that end, we require information regarding all parties to the agreements; any records of assumption and assignments; the dates of the agreements and any amendments, side letters or waivers thereto; and Wells Fargo identification codes to the extent available.

Without the additional information requested, Wells Fargo will be forced to object to the assumption and assignment of any agreements to which it is a party. Finally, nothing in this letter should be construed as a waiver by Wells Fargo of its right to seek any related relief that it deems necessary.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jeffrey S. Berkowitz', with a stylized flourish at the end.

Jeffrey S. Berkowitz
Counsel

Page	Debtor Entity	Contract Description	Cure Amount: Pre-Petition Obligations	Supplier - Common Supplier - Counterparty	Address
77 of 81	Residential Funding Corporation	Account Agreement Controlled Disbursement - RFC	\$0.00	Wachovia Bank NA	WF 8113 Po Box 1450, Minneapolis, MN 55485
77 of 81	Residential Funding Corporation	Account Agreement Controlled Disbursement - RFC	\$0.00	Wachovia Bank NA	WF 8113 Po Box 1450, Minneapolis, MN 55485
77 of 81	Residential Funding Corporation	Account Agreement Controlled Disbursement - RFC	\$0.00	Wachovia Bank NA	WF 8113 Po Box 1450, Minneapolis, MN 55485
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77 of 81	Residential Funding Corporation	Account Agreement Controlled Disbursement - RFC	\$0.00	Wachovia Bank NA	WF 8113 Po Box 1450, Minneapolis, MN 55485
77 of 81	Homecomings Financial Network, Inc.	Application and Agreement for Cash Management Services	\$0.00	Wells Fargo Bank (Texas) National Association	WF 8113 Po Box 1450, Minneapolis, MN 55485
77 of 81	Residential Funding Corporation	Fee Schedule	\$5,965.15	Wells Fargo Bank N A	WF 8113 Po Box 1450, Minneapolis, MN 55485
77 of 81	Residential Funding Corporation	Agreement - relating to Bi-Party Custodial Agreement		See Above Wells Fargo Bank N A	WF 8113 Po Box 1450, Minneapolis, MN 55485
77 of 81	Residential Funding Corporation	Schedule of Custody Fees for GMAC/RFC		See Above Wells Fargo Bank N A	WF 8113 Po Box 1450, Minneapolis, MN 55485
77 of 81	Residential Funding Corporation	Amended Fee Agreement		See Above Wells Fargo Bank N A	WF 8113 Po Box 1450, Minneapolis, MN 55485
78 of 81	Residential Funding Corporation	Custody Agreement (Fee Schedule, Exhibit C)		See Above Wells Fargo Bank N A	WF 8113 Po Box 1450, Minneapolis, MN 55485
78 of 81	Residential Funding Corporation	Fee Schedule		See Above Wells Fargo Bank N A	WF 8113 Po Box 1450, Minneapolis, MN 55485
78 of 81	Residential Funding Corporation	Reciprocal Non-Disclosure		See Above Wells Fargo Financial Retail Credit, Inc.	WF 8113 Po Box 1450, Minneapolis, MN 55485

Page	Contract Name	Contract No.	Investor No./Orig Name	Serial Service ID	Cure Amount	Account Name	Address
38 of 100	GMAC Mortgage, LLC	Northwest Mortgage Inc. Servicing Agreement July 1, 1985	1406	40420	\$0.00	Northwest Mortgage Inc.	1 Home Campus, Mac X2402-01C, Des Moines, IA 50328
39 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	1406	40418	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	40351	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	41490	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	41102	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	20013	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	41492	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	42477	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	10176	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	10089	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	10005	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	10004	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	358	10003	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
99 of 100	GMAC Mortgage, LLC	Wachovia - Whole Loan Subservicing Agreement	359	60036	\$0.00	Wachovia - FB	1100 Corporate Center Drive Building C-4, Raleigh, NC 27607
100 of 100	GMAC Mortgage, LLC	Meridian Mortgage Corporation Sale & Servicing Agreement December 1, 1986	1444	40474	\$0.00	Wachovia Bank, N.A.	M/S 8/39 Research Drive, Charlotte, NC 28262
100 of 100	GMAC Mortgage, LLC	Northwest Funding Mortgage Servicing Contract October 31, 1997	1291	40202	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
100 of 100	GMAC Mortgage, LLC	Structured Asset Mortgage Investments Pooling & Servicing Agreement May 1, 2001	2611	40287	\$0.00	Wells Fargo Bank, N.A.	345 Park Avenue, New York, NY 10154
100 of 100	GMAC Mortgage, LLC	Wells Fargo Participation Contract	2706	40603	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
100 of 100	GMAC Mortgage, LLC	Wachovia Bank Mortgage Loan Subservicing Agreement March 18, 2002	3062	40401	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
100 of 100	GMAC Mortgage, LLC	First Union National Bank Warranties Service Agreement May 2, 2001	953	40354	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
100 of 100	GMAC Mortgage, LLC	First Union National Bank Warranties Service Agreement May 2, 2001	953	40229	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
100 of 100	GMAC Mortgage, LLC	Wachovia Bank N.A. Servicing Agreement December 19, 2002	955	40804	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
100 of 100	GMAC Mortgage, LLC	Wachovia Bank N.A. Servicing Agreement December 19, 2002	955	40714	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
100 of 100	GMAC Mortgage, LLC	Wachovia Bank N.A. Servicing Agreement December 19, 2002	955	40272	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
100 of 100	GMAC Mortgage, LLC	Wachovia Bank N.A. Servicing Agreement December 19, 2002	955	41014	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045

Page	Debtor Entity (Contract Pmt)	Contract Name	Snell/Series ID	Cure Amount	Trustee / Investor	Trustee / Investor Address
2 of 44	Residential Funding Company	Custodial Agreement	2005-WH13	\$0.00	Bank of America - Wells Fargo	Wells Fargo, One Meridian Crossing, Lower Level, Richfield, MN 55423
2 of 44	Residential Funding Company	Reference Agreement	2005-WH13	\$0.00	Bank of America - Wells Fargo	Wells Fargo, One Meridian Crossing, Lower Level, Richfield, MN 55423
17 of 44	Residential Funding Company	Reference Agreement	2005-GWH13	\$0.00	Goldman - Wells Fargo	100 2nd Ave. South, Suite 2005, St. Petersburg, FL 33701
17 of 44	Residential Funding Company	Standard Terms-Sales & Servicing Agreement (Goldman) (9-29-2005)	2005-WH13	\$0.00	Goldman - Wells Fargo	100 2nd Ave. South, Suite 2005, St. Petersburg, FL 33701
18 of 44	Residential Funding Company	Custodial Agreement	2006-WH12	\$0.00	PNC - Wells Fargo	PNC, One PNC Plaza, P1 POPP-10-A, Pittsburgh, PA 15222-2707
18 of 44	Residential Funding Company	Reference Agreement	2006-WH12	\$0.00	PNC - Wells Fargo	PNC, One PNC Plaza, P1 POPP-10-A, Pittsburgh, PA 15222-2707
18 of 44	Residential Funding Company	Standard Terms-Sales & Servicing Agreement (PNC Bank) (12-15-05)	2006-WH12	\$0.00	PNC - Wells Fargo	PNC, One PNC Plaza, P1 POPP-10-A, Pittsburgh, PA 15222-2707
18 of 44	Residential Funding Company	Standard Terms-Sales & Servicing Agreement (PNC Bank) (12-15-2005)	2006-WH12	\$0.00	PNC - Wells Fargo	PNC, One PNC Plaza, P1 POPP-10-A, Pittsburgh, PA 15222-2707
44 of 44	Residential Funding Company	08-QR1 IA (Custodian) (2006-QS11)	2008-QR1	\$0.00	Wells Fargo Bank National Association	PNC, One PNC Plaza, P1 POPP-10-A, Pittsburgh, PA 15222-2707
44 of 44	GMAC Mortgage	Custodial Agreement	2008-QR1	\$0.00	Wells Fargo Bank National Association	Mortgage Document Custody, 1015 10th Ave SE, Minneapolis, Minnesota 55414
44 of 44	GMAC Mortgage	Custodial Agreement	2008-HF4	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
44 of 44	GMAC Mortgage	Custodial Agreement	2003-HF4	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
44 of 44	GMAC Mortgage	Custodial Agreement	2003-HF2	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
44 of 44	GMAC Mortgage	Custodial Agreement	2004-HF3	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
44 of 44	GMAC Mortgage	Custodial Agreement	2005-HF3	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
44 of 44	GMAC Mortgage	Custodial Agreement	2005-HF2	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
44 of 44	GMAC Mortgage	Custodial Agreement	2006-AR1	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
44 of 44	GMAC Mortgage	Final Custodial Agreement (GMAC/GMCM)	2004-VF1	\$0.00	Wells Fargo Bank, N.A.	9062 Old Annapolis Road, Columbia, MD 21045
44 of 44	Residential Funding Company	Reference Agreement	1993-WH15C	\$0.00	Wells Fargo Bank, N.A.	MAC X2302-03N, One Home Campus, Des Moines, IA 50328
44 of 44	Residential Funding Company	Sales & Servicing Agreement	1993-WH2	\$0.00	Wells Fargo Bank, N.A.	MAC X2302-03N, One Home Campus, Des Moines, IA 50328
44 of 44	Residential Funding Company	Sales & Servicing Agreement	2001-QWH1	\$0.00	Wells Fargo Corporate Services	9062 Old Annapolis Road, Columbia, MD 21045